

**EXHIBIT B – Part 1**

**Compensation by Project Category:**  
**July 1, 2011 – September 30, 2011;**

**and**

**Monthly Fee Application for the Period from:**  
**July 1, 2011 – July 31, 2011**

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**JULY 1, 2011 - SEPTEMBER 30, 2011**

<b>Matter Code</b>	<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	3.3	\$ 2,415.50
0013	Business Operations	135.0	100,357.00
0014	Case Administration	51.5	11,589.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	0.1	71.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	53.6	38,580.00
0018	Fee Application, Applicant	29.0	11,459.50
0019	Creditor Inquiries	3.9	3,076.50
0020	Fee Application, Others	5.2	1,709.50
0022	Environmental Matters/Regulations/Litigation	0.2	143.00
0036	Plan and Disclosure Statement	25.5	19,132.50
	<b>TOTAL</b>	<b>307.3</b>	<b>\$ 188,534.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
W.R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	<b>Objection Deadline:</b>
	)	<b>September 19, 2011 at 4:00 p.m.</b>
	)	<b>Hearing date: To be scheduled only if objections</b>
	)	<b>are timely filed and served.</b>

**NOTICE OF FILING OF MONTHLY FEE APPLICATION**

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the One Hundred and Twenty-Fourth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period July 1, 2011 through July 31, 2011, seeking compensation in the amount of \$63,076.00 and reimbursement for actual and necessary expenses in the amount of \$1,373.39.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **September 19, 2011 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul,

**Date Filed:** 8/30/2011

**Docket No:** 27526

Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Janet S. Baer, Esquire, Baer Higgins Fruchtmann LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000),

and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi Ruhlander, Esquire, Warren H. Smith and Associates, P.C., Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201 (Fax number 214-722-0081).

**[Remainder of Page Left Intentionally Blank]**

Dated: August 30, 2011  
Wilmington, Delaware

**RESPECTFULLY SUBMITTED,**

/s/ Michael R. Lastowski

Michael R. Lastowski, Esq. (DE 3892)

Richard W. Riley (DE 4052)

DUANE MORRIS LLP

222 Delaware Avenue, Suite 1600

Wilmington, DE 19801-1659

Telephone: (302) 657-4900

Facsimile: (302) 657-4901

E-mail: mlastowski@duanemorris.com

E-mail: rwriley@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)

DUANE MORRIS LLP

Suite 1200

744 Broad Street

Newark, NJ 07102-3889

Telephone: (973) 424-2000

Facsimile: (973) 424-2001

E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire

Kenneth Pasquale, Esquire

STROOCK & STROOCK & LAVAN LLP

180 Maiden Lane

New York, New York 10038-4982

Telephone: (212) 806-5400

Facsimile: (212) 806-6006

E-mail: lkruger@stroock.com

kpasquale@stroock.com

Co-Counsel for the Official Committee of  
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,	)	(Jointly Administered)
	)	
Debtors.	)	Objection Deadline:
	)	September 19, 2011 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

ONE HUNDRED AND TWENTY-FOURTH MONTHLY FEE APPLICATION OF  
STROOCK & STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM JULY 1, 2011 THROUGH JULY 31, 2011

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	July 1, 2011 – July 31, 2011
Amount of Compensation sought as actual, reasonable and necessary:	\$63,076.00 (80%: \$50,460.80)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,373.39
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

## Attachment A

## Monthly Interim Fee Applications

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86



		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42



		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 28, 2011 D.I. 26834	3/1/2011 – 3/31/2011	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	\$1,447.38
May 31, 2011 D.I. 27012	4/1/2011 – 4/30/2011	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/1/2011 – 5/31/2011	\$67,451.50	\$1,350.50 (Stroock)	\$53,961.20	\$1,350.50
July 28, 2011 D.I. 27326	6/1/2011 – 6/30/2011	\$183,497.75	\$1,903.63 (Stroock)	\$146,798.20	\$1,903.63

WR GRACE & CO  
ATTACHMENT B  
JULY 1, 2011 - JULY 31, 2011

	Hours	Rate	Amount	No. of Years in Position
<b>Partners</b>				
Kruger, Lewis	3.7	\$ 995	\$ 3,681.50	41
Pasquale, Kenneth	6.1	895	5,459.50	20
<b>Associates</b>				
Krieger, Arlene G.	69.9	715	49,978.50	26
<b>Paraprofessionals</b>				
Azelby, Colleen	2.5	85	212.50	1
Magzamen, Michael	0.7	320	224.00	9
Mohamed, David	17.6	200	3,520.00	21
<b>Total</b>	<b>100.5</b>		<b>\$ 63,076.00</b>	

## **EXHIBIT A**

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**JULY 1, 2011 - JULY 31, 2011**

<b>Matter Code</b>	<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	3.3	\$ 2,415.50
0013	Business Operations	48.8	36,186.00
0014	Case Administration	16.9	3,453.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	0.1	71.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	17.6	12,840.00
0018	Fee Application, Applicant	8.0	3,435.00
0019	Creditor Inquiries	1.5	1,252.50
0020	Fee Application, Others	0.1	71.50
0022	Environmental Matters/Regulations/Litigation	0.2	143.00
0036	Plan and Disclosure Statement	4.0	3,208.00
	<b>Total</b>	<b>100.5</b>	<b>\$ 63,076.00</b>

## STROOCK

## INVOICE

DATE	August 12, 2011
INVOICE NO.	542666
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through July 31, 2011, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
----	---

DATE	DESCRIPTION	NAME	HOURS
07/18/2011	Review Debtors' motion for approval of settlement of PD Claims of California, Department of General Services.	Krieger, A.	0.3
07/21/2011	Attend to proposed settlement of California's Department of General Services PD Claims and preparation of Committee memorandum thereon (2.4); memorandum to R. Finke requesting supporting information (.2).	Krieger, A.	2.6
07/22/2011	Memoranda from Debtors' counsel re: response to information request on General Services PD Claims settlement.	Krieger, A.	0.2
07/26/2011	Review memo to Committee re: PD Claim settlement.	Kruger, L.	0.2

# STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	3.1	\$ 715	\$ 2,216.50
Kruger, Lewis	0.2	995	199.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,415.50	
TOTAL FOR THIS MATTER		\$ 2,415.50	

## STROOCK

RE	Business Operations 699843 0013
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
07/06/2011	Attend to updated financial information and memoranda with Capstone re: same.	Krieger, A.	0.4
07/06/2011	Review information re: potential acquisition.	Kruger, L.	0.3
07/06/2011	Review information re: potential acquisition.	Pasquale, K.	0.8
07/07/2011	Exchanged multiple memoranda with Capstone re: Project Larch (.6); review Larch information and conference call Capstone re: financial information and related matters (.6).	Krieger, A.	1.2
07/08/2011	Memorandum to LK, KP re: discussion with Capstone regarding financial information and Larch status (.6); t/c and email Jan Baer re: status and objection deadline (.1); attend to email from Debtors' counsel re: status of Project Larch (.1); o/c L. Kruger and o/c KP re: same and potential objection (.4); emails with Capstone re: Larch meeting (.1).	Krieger, A.	1.3
07/08/2011	Review financial reports re: Project Larch.	Kruger, L.	0.2
07/08/2011	Review financial info re: Project Larch and emails re: same (.3); confer A. Krieger re: same (.3).	Pasquale, K.	0.6
07/11/2011	Attend to pleadings re: Project Larch and relevant case law.	Krieger, A.	2.6
07/12/2011	Preparation for 7/13 Project Larch update call (1.4); attend to SPA and related documentation (1.9); memoranda with Capstone re: same (.1); memoranda with Debtors' counsel re: SPA (.2).	Krieger, A.	3.6
07/13/2011	Review SPA (2.8); review related materials (1.4); memoranda with Capstone re: Project Larch (.2); conference call Capstone re: SPA	Krieger, A.	8.0

## STROOCK

DATE	DESCRIPTION	NAME	HOURS
	and other outstanding information requests (.4); t/c and memorandum to Debtors' counsel re: extension of response/objection deadline (.2); review Q1 2011 results (.1); conference call with Debtors and other parties' representatives re: Project Larch (.9); follow up conference call Capstone (.4); memorandum re: Larch status (1.3); multiple memoranda with Capstone re: transaction documents to review (.3).		
07/13/2011	Review Larch related documents and memo.	Kruger, L.	0.4
07/14/2011	Memoranda with Capstone re: transaction documents schedules to review (.2); memoranda to Debtors' counsel re: request to receive transaction documents (.3).	Krieger, A.	0.5
07/14/2011	Review Capstone memo to Committee re: Larch.	Kruger, L.	0.5
07/15/2011	Prepare memorandum for Debtors' representatives re: comments and questions on the SPA terms and provisions (3.8); review ancillary transaction agreement (.9); memorandum with Debtors' counsel re: Certificate of Counsel and proposed form of order to be submitted to Court (.2); memoranda with Debtors' counsel re: transaction documents (.1).	Krieger, A.	5.0
07/16/2011	Review transaction agreement.	Krieger, A.	1.4
07/17/2011	Review another transaction agreement.	Krieger, A.	1.2
07/18/2011	Preparation for and conference call with representatives for all parties re: proposed Larch acquisition and comments regarding the terms of the SPA (1.1); follow up memoranda with Capstone (.3); memoranda to LK, KP re: Larch conference call (.4); memoranda with other creditor representatives (.4); additional conference call with representatives for all parties re: bid process, bid and COC and order (.5); follow-up conference call representatives for all creditor parties (.3).	Krieger, A.	3.0
07/18/2011	Review memo from AK re: Larch conference call (.2); o/c with AK re: results of her calls with	Kruger, L.	0.6



## STROOCK

DATE	DESCRIPTION	NAME	HOURS
	parties re: bid procedures (.2); review draft memo to Committee re: Larch update (.2).		
07/18/2011	Review emails and documentation re: Project Larch and confer AK re: same.	Pasquale, K.	0.8
07/19/2011	Attend to Project Larch materials and draft objection to preserve rights (3.8); attend to proposed certificate of counsel and form of order (1.2); memoranda with M. Lastowski re: objection (.1).	Krieger, A.	5.1
07/19/2011	Review draft of Larch objection to preserve rights.	Kruger, L.	0.3
07/20/2011	Attend to proposed COC and order and prepare memorandum to all parties' representatives re: comments thereon (1.4); exchanged memoranda with KP re: comments (.2); exchanged memoranda with M. Lastowski re: filing inquiry (.2); attend to ACC, PI FCR comments (.3); attend to additional financials (.2); prepare for and conference call with representatives for all parties (.8); attend to further revised proposed COC order and memorandum to Debtors' counsel re: same (1.2).	Krieger, A.	4.3
07/20/2011	Review proposed Larch order (.4) and confer AK re: same (.2).	Pasquale, K.	0.6
07/21/2011	Further email to Debtors' counsel re: comments on revised proposed Larch COC and order (.6); attend to comments from other parties-in-interest (.2); attend to further revised forms of COC and order and t/c Debtors' counsel re: additional comments on forms of COC and order circulated (.6); memorandum to LK, KP re: status of COC and order and memorandum from Debtors' counsel re: 7/25/11 hearing information (.3); memoranda with Capstone re: status of transaction including bid amount (.3); preparation for hearing (1.2).	Krieger, A.	3.2
07/21/2011	Emails re: Larch order and review revised documents.	Pasquale, K.	0.5
07/22/2011	Memoranda from and with Debtors' counsel re: bid authority (.2); memorandum with Capstone	Krieger, A.	1.6

## STROOCK

DATE	DESCRIPTION	NAME	HOURS
	re: same (.1); conference call Capstone re: Larch information (.2); attend to "as filed" forms of the COC and supplemental Rohen Affidavit (.4); attend to Larch materials (.7).		
07/26/2011	Attend to articles re: Project Larch (.3); attend to articles re: Grace's earnings (.2).	Krieger, A.	0.5
07/26/2011	Review articles re: Project Larch (.1); review articles re: Grace earnings (.1).	Kruger, L.	0.2
07/29/2011	Attend to memorandum from Debtors' counsel re: status of Project Larch and memorandum to LK, KP re: same.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	43.0	\$ 715	\$ 30,745.00
Kruger, Lewis	2.5	995	2,487.50
Pasquale, Kenneth	3.3	895	2,953.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 36,186.00
--	--------------

TOTAL FOR THIS MATTER	\$ 36,186.00
-----------------------	--------------

## STROOCK

RE	Case Administration 699843 0014
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
07/01/2011	Obtain and circulate recently docketed pleadings in main case (.5); obtain pleadings and court transcripts re: appeals case no. 11-199 (.7).	Mohamed, D.	1.2
07/05/2011	Obtain and circulate recently docketed pleadings in main case (.6); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	0.7
07/06/2011	O/cs DM re: transcripts of District Court appellate agreements.	Krieger, A.	0.2
07/06/2011	Obtain and circulate recently docketed pleadings in main case (.7); prepare documents for attorney review (1.4).	Mohamed, D.	2.1
07/07/2011	Obtain and circulate recently docketed pleadings in main case (.6); obtain and circulate recent pleadings re appeals case docket no. 11-199 (.5).	Mohamed, D.	1.1
07/08/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.4
07/11/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.4
07/12/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.4
07/13/2011	Obtain and circulate recently docketed pleadings in main case (.4); monitor appeals case docket no. 11-199 (.1); obtain transcripts for attorney review (.3).	Mohamed, D.	0.8
07/14/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.4
07/15/2011	Obtain and circulate recently docketed pleadings in main case (.3); review case file documents (.9); monitor appeals case docket	Mohamed, D.	1.3

## STROOCK

DATE	DESCRIPTION	NAME	HOURS
	no. 11-199 (.1).		
07/18/2011	Obtain and circulate recently docketed pleadings in main case (.5); prepare documents for attorney review (.4); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	1.0
07/19/2011	O/c DM re: court call arrangements for 7/25/11 hearing.	Krieger, A.	0.1
07/19/2011	Obtain and circulate recently docketed pleadings in main case (.4); obtain documents for attorney review (.8); schedule A. Krieger to appear telephonically at 7/25/11 hearing (.1).	Mohamed, D.	1.3
07/20/2011	Obtain and circulate recently docketed pleadings in main case (.5); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	0.6
07/22/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.4
07/22/2011	Memorandum MM re: cancel telephone appearance at 7/25/11 hearing (.1); memoranda with local counsel re: 7/25/11 hearing (.1).	Krieger, A.	0.2
07/25/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.5
07/26/2011	Obtain and circulate all relevant pleadings to working group.	Azelby, C.	0.4
07/27/2011	Obtain and circulate recently docketed pleadings in main case (.5); prepare pleadings for attorney review (.6); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	1.2
07/28/2011	Attend to multiple notices re: equity transfers.	Krieger, A.	0.2
07/28/2011	Obtain and circulate recently docketed pleadings in main case (.7); obtain pleadings re appeals case docket no. 11-199 for attorney review (.4).	Mohamed, D.	1.1
07/29/2011	Obtain and circulate recently docketed pleadings in main case (.8); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	0.9

# STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Azelby, Colleen	2.5	\$ 85	\$ 212.50
Krieger, Arlene G.	0.7	715	500.50
Mohamed, David	13.7	200	2,740.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,453.00	
TOTAL FOR THIS MATTER		\$ 3,453.00	

## STROOCK

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
----	---

DATE	DESCRIPTION	NAME	HOURS
07/06/2011	Memorandum with Debtors' counsel re: proposed settlement with Fosroc.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.1	\$ 715	\$ 71.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 71.50
--	----------

TOTAL FOR THIS MATTER	\$ 71.50
-----------------------	----------

## STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders'
	699843 0017

DATE	DESCRIPTION	NAME	HOURS
07/05/2011	Respond to Committee member's inquiry re: foreign subsidiary transaction (.3); attend to memorandum for the Committee re: Consent Agreement with US and Massachusetts regarding the Blackburn Site (1.0).	Krieger, A.	1.3
07/05/2011	Review memo re: consent decree.	Kruger, L.	0.2
07/05/2011	Review draft memo re: consent decree.	Pasquale, K.	0.3
07/06/2011	Review draft memo re: settlement.	Pasquale, K.	0.3
07/14/2011	Attend to Capstone draft memorandum to the Committee re: proposed acquisition (1.9); o/c Janine Dolan re: same (.4); memoranda to Capstone re: insert for Committee memorandum (.9).	Krieger, A.	3.2
07/18/2011	Draft memorandum for the Committee re: update on Larch transaction (1.6); memorandum for Capstone re: Committee memorandum (.2).	Krieger, A.	1.8
07/19/2011	Committee memorandum re: Project Larch (.3); memorandum to Committee member re: confirmation issues on appeal by various appellants (.2).	Krieger, A.	0.5
07/21/2011	Prepare draft limited objection to Larch motion re: preservation of Committee's rights.	Krieger, A.	3.8
07/22/2011	Review, revise draft limited objection to Larch motion re: preservation of Committee's rights (.8); prepare memorandum for the Committee re: proposed PD Claims Settlement (California Department of General Services) (2.1).	Krieger, A.	2.9
07/25/2011	Attend to Debtors' counsel's additional supporting information for proposed	Krieger, A.	2.4

## STROOCK

DATE	DESCRIPTION	NAME	HOURS
	California, General Services claims settlement, the District Court's decision on appeal and revise memorandum to include same.		
07/26/2011	Memorandum for the Committee re: PD claims settlement.	Krieger, A.	0.3
07/27/2011	Review draft memo re: PD settlement.	Pasquale, K.	0.2
07/29/2011	Memorandum for the Committee re: status of potential acquisition.	Krieger, A.	0.2
07/29/2011	Review memo re: status of Larch from Debtors' counsel and AK memo re: same (.1); review memo to Committee re: same (.1).	Kruger, L.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	16.4	\$ 715	\$ 11,726.00
Kruger, Lewis	0.4	995	398.00
Pasquale, Kenneth	0.8	895	716.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 12,840.00
--	--------------

TOTAL FOR THIS MATTER	\$ 12,840.00
-----------------------	--------------



## STROOCK

RE	Fee Application, Applicant 699843 0018
----	---

DATE	DESCRIPTION	NAME	HOURS
07/07/2011	Review and revise June Fee Detail.	Magzamen, M.	0.7
07/14/2011	O/c DM re: June 2011 fee statement.	Krieger, A.	0.1
07/14/2011	Prepare draft of SSL's one hundred and twenty-third monthly fee application for attorney review.	Mohamed, D.	1.1
07/18/2011	Attend to Stroock's June 2011 fee statement.	Krieger, A.	1.0
07/18/2011	Review revised draft of SSL's one hundred and twenty-third monthly fee application.	Mohamed, D.	0.7
07/28/2011	Finalize SSL one hundred and twenty-third monthly fee application for filing (.8); prepare notice and certificate of service re: same and forward to local counsel for filing (.6); prepare and effectuate service re: fee application (.7).	Mohamed, D.	2.1
07/29/2011	Attend to time for preparation of 41st quarterly fee application.	Krieger, A.	2.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	3.4	\$ 715	\$ 2,431.00
Magzamen, Michael	0.7	320	224.00
Mohamed, David	3.9	200	780.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,435.00	
TOTAL FOR THIS MATTER		\$ 3,435.00	

## STROOCK

RE	Creditor Inquiries 699843 0019
----	-----------------------------------

DATE	DESCRIPTION	NAME	HOURS
07/06/2011	Telephone conference creditor re: confirmation status.	Pasquale, K.	0.3
07/18/2011	Attend to Debtors' counsel's response to creditor inquiry on claim status.	Krieger, A.	0.1
07/19/2011	Telephone conference creditor re: confirmation status.	Pasquale, K.	0.4
07/20/2011	Attend to memoranda re: issues over creditors claim.	Krieger, A.	0.2
07/20/2011	Telephone conference creditor re: confirmation status.	Pasquale, K.	0.3
07/26/2011	Memorandum to KP re: communications over creditors' claims.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.5	\$ 715	\$ 357.50
Pasquale, Kenneth	1.0	895	895.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,252.50
--	-------------

TOTAL FOR THIS MATTER	\$ 1,252.50
-----------------------	-------------

## STROOCK

RE	Fee Application, Others 699843 0020
----	--

DATE	DESCRIPTION	NAME	HOURS
07/26/2011	Attend to other professionals fee statements.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.1	\$ 715	\$ 71.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 71.50
--	----------

TOTAL FOR THIS MATTER	\$ 71.50
-----------------------	----------

## STROOCK

RE	Environmental Matters/Regulations/Litigation 699843 0022
----	---

DATE	DESCRIPTION	NAME	HOURS
07/11/2011	Review COC regarding order on NRD Consent Decree and memoranda with Debtors' counsel re: comment thereon.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.2	\$ 715	\$ 143.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 143.00
--	-----------

TOTAL FOR THIS MATTER	\$ 143.00
-----------------------	-----------

# STROOCK

RE	Expenses
	699843 0024

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 0.00
--	---------

MATTER DISBURSEMENT SUMMARY
-----------------------------

Outside Messenger Service	\$ 34.95
Local Transportation	290.43
Long Distance Telephone	17.04
O/S Information Services	278.32
Travel Expenses - Transportation	721.00
Travel Expenses - Meals	31.65

TOTAL DISBURSEMENTS/CHARGES	\$ 1,373.39
-----------------------------	-------------

TOTAL FOR THIS MATTER	\$ 1,373.39
-----------------------	-------------

## STROOCK

RE	Plan and Disclosure Statement 699843 0036
----	--

DATE	DESCRIPTION	NAME	HOURS
07/07/2011	Attend to Plan Proponents proposed District Court order affirming confirmation order.	Krieger, A.	0.1
07/08/2011	Attend to Grace's summary of pending appeals for District Court.	Krieger, A.	0.1
07/08/2011	Review proposed confirmation order and emails re: same.	Pasquale, K.	0.2
07/19/2011	Review proposed competing confirmation order for District Court and memoranda thereon.	Krieger, A.	0.5
07/19/2011	Review memo to Committee re: confirmation issues on appeal (.1); review competing confirmation orders and memos for same (.3).	Kruger, L.	0.4
07/19/2011	Review PW proposed order and emails re: same.	Pasquale, K.	0.3
07/20/2011	Attend to revised proposed confirmation order and email lenders' counsel thereon.	Krieger, A.	0.8
07/22/2011	Attend to supplemental authority filing re: Gropper decision and communicate with lenders' counsel regarding same.	Krieger, A.	0.8
07/22/2011	Review draft notice re: Gropper supplemental GG opinion, and review opinion.	Pasquale, K.	0.5
07/28/2011	Attend to Plan Proponents' reply to Committee's and bank lender group's second supplemental authority filing.	Krieger, A.	0.1
07/28/2011	Review Plan Proponents' response to bank lender group and Committee's second supplemental authority filing.	Kruger, L.	0.2

## STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	2.4	\$ 715	\$ 1,716.00
Kruger, Lewis	0.6	995	597.00
Pasquale, Kenneth	1.0	895	895.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,208.00	
TOTAL FOR THIS MATTER		\$ 3,208.00	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 63,076.00	
TOTAL DISBURSEMENTS/CHARGES		\$ 1,373.39	
TOTAL BILL		\$ 64,449.39	

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

## **EXHIBIT B**



**WR GRACE & CO**  
**SUMMARY OF FEES**  
**JULY 1, 2011 - JULY 31, 2011**

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Partners</b>			
Kruger, Lewis	3.7	\$ 995	\$ 3,681.50
Pasquale, Kenneth	6.1	895	5,459.50
<b>Associates</b>			
Krieger, Arlene G.	69.9	715	49,978.50
<b>Paraprofessionals</b>			
Azelby, Colleen	2.5	85	212.50
Magzamen, Michael	0.7	320	224.00
Mohamed, David	17.6	200	3,520.00
<b>Total</b>	<b>100.5</b>		<b>\$ 63,076.00</b>

## **EXHIBIT C**

**WR GRACE & CO**  
**DISBURSEMENT SUMMARY**  
**JULY 1, 2011 - JULY 31, 2011**

Outside Messenger Service	\$ 34.95
Local Transportation	290.43
Long Distance Telephone	17.04
O/S Information Services	278.32
Travel Expenses - Transportation	721.00
Travel Expenses - Meals	31.65
<b>TOTAL</b>	<b>\$ 1,373.39</b>

## STROOCK

## DISBURSEMENT REGISTER

DATE	August 8, 2011
INVOICE NO.	542666
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through July, 2011  
including:

DATE	DESCRIPTION	AMOUNT
<b>Outside Messenger Service</b>		
07/05/2011	VENDOR: UPS; INVOICE#: 0000010X827271; DATE: 07/02/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270195833880 on 06/28/2011	11.03
07/05/2011	VENDOR: UPS; INVOICE#: 0000010X827271; DATE: 07/02/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270195867693 on 06/28/2011	7.78
07/05/2011	VENDOR: UPS; INVOICE#: 0000010X827271; DATE: 07/02/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270197472678 on 06/28/2011	8.36
07/05/2011	VENDOR: UPS; INVOICE#: 0000010X827271; DATE: 07/02/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270197930100 on 06/28/2011	7.78
<b>Outside Messenger Service Total</b>		<b>34.95</b>
<b>Local Transportation</b>		
07/05/2011	VENDOR(EE): KPASQUALE; 06/28/11 - 06/29/11; DATE: 07-05- 2011; Court hearings in Philadelphia, PA (A. Krieger, K. Pasquale)	43.52
07/06/2011	VENDOR: NYC Taxi; Invoice#: 930842; Invoice Date: 07/01/2011;	41.72

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI  
180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

## STROOCK

PAGE: 2		
DATE	DESCRIPTION	AMOUNT
	Voucher #: 1113526413; Arlene Krieger 06/27/2011 21:26 from MANHATTAN NY to MANHATTAN NY	
07/12/2011	VENDOR: NYC Taxi; Invoice#: 931400; Invoice Date: 07/08/2011; Voucher #: 704784; Arlene Krieger 06/28/2011 08:00 from MANHATTAN NY to MANHATTAN NY	38.39
07/12/2011	VENDOR: NYC Taxi; Invoice#: 931400; Invoice Date: 07/08/2011; Voucher #: 633901; Arlene Krieger 06/29/2011 07:00 From MANHATTAN NY to MANHATTAN NY	38.39
07/21/2011	VENDOR: Royal Dispatch Services, Inc.; INVOICE#: 673204; DATE: 7/8/2011 K Pasquale 6/29/11 Raymond PL WE to Summit, NJ	128.41
<b>Local Transportation Total</b>		<b>290.43</b>
<b>Long Distance Telephone</b>		
07/01/2011	EXTN.795475, TEL.2672997041, S.T.11:54, DUR.00:01:24	0.56
07/03/2011	VENDOR: Soundpath Legal Conferencing; INVOICE#: 2128065400- 070311; DATE: 7/3/2011 - Teleconference 06-30-2011	10.91
07/06/2011	EXTN.795475, TEL.2152411000, S.T.11:15, DUR.00:01:11	0.56
07/06/2011	EXTN.795475, TEL.2152411000, S.T.10:31, DUR.00:05:48	1.67
07/08/2011	EXTN.795544, TEL.3128364022, S.T.10:29, DUR.00:00:50	0.28
07/13/2011	EXTN.795544, TEL.3128364022, S.T.12:21, DUR.00:00:40	0.28
07/21/2011	EXTN.795544, TEL.3128364047, S.T.16:46, DUR.00:09:08	2.78
<b>Long Distance Telephone Total</b>		<b>17.04</b>
<b>O/S Information Services</b>		
07/29/2011	Pacer Search Service on 6/15/2011	278.32
<b>O/S Information Services Total</b>		<b>278.32</b>
<b>Travel Expenses - Transportation</b>		
07/05/2011	VENDOR(EE): KPASQUALE: 06/28/11 - 06/29/11; DATE: 07-05- 2011; Court hearings in Philadelphia, PA	511.00
07/12/2011	VENDOR(EE): AKRIEGER: 06/28/11 - 06/28/11; DATE: 07-12- STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI	210.00
180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM		

## STROOCK

PAGE: 3		
DATE	DESCRIPTION	AMOUNT
	2011; Charge for travel to and from Philadelphia on 6/28/11 for first day of confirmation arguments before District Judge Buckwalter	
<b>Travel Expenses - Transportation Total</b>		<b>721.00</b>
<b>Travel Expenses - Meals</b>		
07/05/2011	VENDOR(BE): KPASQUALE; 06/28/11 - 06/29/11; DATE: 07-05-2011; Court hearings in Philadelphia, PA (A. Krieger, K. Pasquale)	31.65
<b>Travel Expenses - Meals Total</b>		<b>31.65</b>

BILL DISBURSEMENT SUMMARY	
Outside Messenger Service	\$ 34.95
Local Transportation	290.43
Long Distance Telephone	17.04
O/S Information Services	278.32
Travel Expenses - Transportation	721.00
Travel Expenses - Meals	31.65
<b>TOTAL DISBURSEMENTS/CHARGES</b>	<b>\$ 1,373.39</b>

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.  
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.